

01-29-2001

FORM PTO-161
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New **1-8-2001**

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
9/14/00

Conveying Party

Mark if additional names of conveying parties attached

Name **Old Navy (Apparel) Inc.** Execution Date
Month Day Year
1/4/01

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization **California**

Receiving Party

Mark if additional names of receiving parties attached

Name **Gap (Apparel) Inc.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **900 Cherry Avenue**

Address (line 2) _____

Address (line 3) **San Bruno** **California** **94066**
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization **California**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

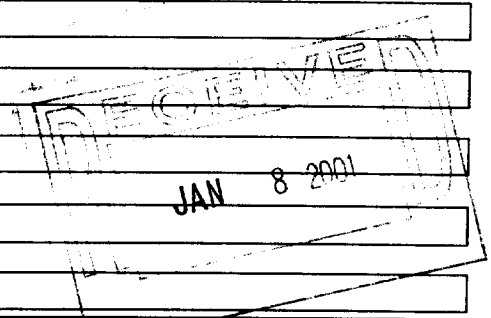
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

415.427.2469

Name

Julie Gruber, Esq.

Address (line 1)

Gap Inc.

Address (line 2)

One Harrison Street

Address (line 3)

San Francisco, CA 94105

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/427,580

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

500513

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Julie Gruber

Name of Person Signing

Julie Gruber
Signature

1/9/01

Date Signed

ASSIGNMENT AND CONVEYANCE AGREEMENT

WHEREAS, OLD NAVY (APPAREL) INC., a California corporation ("Assignor"), located at 900 Cherry Avenue, San Bruno, California 94066, owns the trademark 100% COLOR, application serial no. 75/427,580; and

WHEREAS, GAP (APPAREL) INC., a California corporation ("Assignee"), located at 900 Cherry Avenue, San Bruno, California 94066, is desirous of acquiring said mark;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee all right, title and interest in and to said mark, together with the good will of the business symbolized by the mark, and the above identified registration of said mark effective nunc pro tunc as of September 14, 2000.

TO HAVE AND TO HOLD, all the property and assets hereby respectively granted, bargained, conveyed, transferred and assigned, or intended so to be, unto Assignee, its successors and assigns for their own use forever, free and clear of all encumbrances.

The Assignor agrees to execute for the benefit of Assignee such supplemental deeds and assignments for particular items of property intended to be covered by this Assignment and Conveyance Agreement as Assignee may reasonably require from time to time to evidence or perfect their title to the property.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 4th day of January, 2001.

OLD NAVY (APPAREL) INC.

GAP (APPAREL) INC.

By Joni Rubin

By Jill Hanley

Joni Rubin
Name

Jill Hanley
Name

VICE PRESIDENT
Title

President,
Chief Operating Officer
Title